

Hearing Date: March 4, 2020 at 9:30 a.m. AST
Objection Deadline: December 13, 2019 at 4:00 p.m. AST

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
TITLE III

No. 17-BK-03283 (LTS)

(Jointly Administered)

**SUMMARY COVER SHEET FOR SECOND INTERIM APPLICATION OF
ILEANA C. CARDONA FERNANDEZ, ESQ., LOCAL CONFLICTS COUNSEL TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD, ACTING THROUGH ITS
SPECIAL CLAIMS COMMITTEE,
FOR PROFESSIONAL COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE FIFTH INTERIM FEE PERIOD
FROM JUNE 1, 2019 THROUGH SEPTEMBER 30, 2019**

**ALL FEES AND SERVICES IN THIS INTERIM APPLICATION
WERE INCURRED IN PUERTO RICO**

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Summary Sheet

Name of Applicant: Ileana C. Cardona Fernández, Esq.

Authorized to Provide Professional Services as: Local Conflicts Counsel for The Financial Oversight and Management Board, acting through its Special Claims Committee

Name of Client: The Financial Oversight and Management Board, acting through its Special Claims Committee

Petition Date: May 3, 2017²

Retention Date: April 30, 2019

Compensation Period: June 1, 2019 through September 30, 2019 (the "Compensation Period")

Total Compensation Sought: \$13,950.00

Expense Reimbursement Sought: \$400.00

Total Compensation and Expense Reimbursement Sought: \$14,350.00

Prior Applications Filed: 1

This is an: ___ monthly X interim ___ final application

This is Ileana C. Cardona Fernández, Esq.'s second interim application in these cases (this "Application").

² The petition date for the Commonwealth under Title III was May 3, 2017. The petition date for COFINA under Title III was May 5, 2017. The petition date for ERS and HTA under Title III was May 21, 2017. The petition date for PREPA under Title III was July 2, 2017.

Additional Information required pursuant to the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* effective as of November 1, 2013:

Total Compensation Approved by Interim Order to Date:	\$2,205.00
Total Expense Reimbursement Approved by Interim Order to Date:	\$0.00
Total Allowed Compensation Paid to Date:	\$1,984.50
Total Allowed Expense Reimbursement Paid to Date:	\$0.00
Total Compensation Sought in this Application Already Paid Pursuant to Monthly Compensation Statements but not yet Allowed:	\$13,950.00
Total Expense Reimbursement Sought in this Application Already Paid Pursuant to Monthly Compensation Statements but not yet Allowed:	\$400.00
Hourly Rate in this Application:	\$225.00
Number of Professionals in this Application:	1
Number of Professionals Billing Fewer than 15 hours in this Application:	1
Difference Between Fees Budgeted and Compensation Requested for this Period:	<50% under budget
Rate Increases Since Date of Retention:	None
Disclosure of Compensation Sought in this Application Using Rates Disclosed at Retention:	N/A

**Summary of Prior Monthly Fee Statements for the Compensation Period
from June 1, 2019 through September 30, 2019**

Date	Period Covered	Total Fees	Fees Requested (90%)	Holdback (10%)	Expenses Requested	Fees Paid ³	Expenses Paid (100%)
7/10/19	June 1, 2019 – June 30, 2019	\$2,722.50	\$2,450.25	\$272.25	\$0.00	\$2,205.22	\$0.00
8/10/19	July 1, 2019 – July 31, 2019	\$4,680.00	\$4,212.00	\$468.00	\$0.00	\$3,790.80	\$0.00
9/10/19	August 1, 2019 – August 31, 2019	\$2,565.00	\$2,308.50	\$256.50	\$0.00	\$2,077.20	\$0.00
10/10/19	September 1, 2019 – September 30, 2019	\$3,982.50	\$3,584.25	\$398.25	\$400.00	\$3,225.83	\$400.00
TOTAL		\$13,950.00	\$12,555.00	\$1,395.00	\$400.00	\$11,299.00	\$400.00

Summary of Amounts Requested to be Paid

Total 10% Holdback on Fees: \$1,395.00

Total Amount Requested to be Paid: \$14,350.00

³ On August 3, 2019, in connection with Ileana C. Cardona Fernández, Esq.'s Second Monthly Fee Statement, the Debtors paid the undersigned \$2,205.22 on account of fees requested. The Debtors withheld: (i) \$272.25 the amount of the 10% holdback, plus (ii) \$254.00, which represents the 10% Puerto Rico tax withholding of amount paid for professional services rendered. On August 27, 2019, in connection with Ileana C. Cardona Fernández, Esq.'s Third Monthly Fee Statement, the Debtors paid the undersigned \$3,790.80 on account of fees requested. The Debtors withheld: (i) \$468.00, the amount of the 10% holdback, plus (ii) \$421.20, which represents the 10% Puerto Rico tax withholding of amount paid for professional services rendered. On October 11, 2019, in connection with Ileana C. Cardona Fernández, Esq.'s Fourth Monthly Fee Statement, the Debtors paid the undersigned \$2,077.20 on account of fees requested. The Debtors withheld: (i) \$256.50, the amount of the 10% holdback, plus (ii) \$207.72, which represents the 10% Puerto Rico tax withholding of amount paid for professional services rendered. On November 8, 2019, in connection with Ileana C. Cardona Fernández, Esq.'s Fifth Monthly Fee Statement, the Debtors paid the undersigned \$3,625.83 on account of fees requested and expenses incurred. The Debtors withheld: (i) \$398.25 the amount of the 10% holdback, plus (ii) \$322.58, which represents the 10% Puerto Rico tax withholding of amount paid for professional services rendered.

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**UNITED STATES DISTRICT COURT
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In re

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA
TITLE III

No. 17-BK-03283 (LTS)

(Jointly Administered)

**SECOND INTERIM APPLICATION OF
ILEANA C. CARDONA FERNANDEZ, ESQ. LOCAL CONFLICTS COUNSEL TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD, ACTING THROUGH ITS
SPECIAL CLAIMS COMMITTEE,
FOR PROFESSIONAL COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR THE SIXTH INTERIM FEE PERIOD
FROM JUNE 1, 2019 THROUGH SEPTEMBER 30, 2019**

TO THE HONORABLE LAURA TAYLOR SWAIN
UNITED STATES DISTRICT COURT JUDGE:

Ileana C. Cardona Fernández, Esq., local conflicts counsel to the Financial Oversight and Management Board, acting through its Special Claims Committee (the “Oversight Board”) as representative of the Commonwealth of Puerto Rico, the Puerto Rico Sales Tax Financing Corporation, the Puerto Rico Highways and Transportation Authority, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico, and the Puerto Rico Electric Power Authority (collectively, the “Debtors”) in the above-captioned title III cases (the “Title III

¹ The Debtors in these Title III cases, along with each Debtor’s respective Title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523 (LTS)) (Last Four Digits of Federal Tax ID: 3801). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Cases”) pursuant to section 315(b) of the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”),² hereby submits this second interim fee application (the “Second Interim Application” or “Application”), pursuant to PROMESA sections 316 and 317, Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”),³ Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Bankruptcy Rules”), Appendix B of the United States Trustee *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases* effective as of November 1, 2013 (the “U.S. Trustee Guidelines,” and together with the aforementioned statutes, rules and guidelines, the “Guidelines”), and in accordance with the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* entered by this Court on June 6, 2018 [Docket No. 3269] (the “Interim Compensation Order”), seeking entry of an order granting (a) the allowance of interim compensation in the aggregate amount of **\$13,950.00** in fees for reasonable and necessary professional services rendered and incurred during the period commencing June 1, 2019 through and including September 30, 2019 (the “Compensation Period”); and (b) the allowance of expense reimbursement in the aggregate amount of **\$400.00** during the Compensation Period, for a **total amount of \$14,350.00**. In support of this Application, Ileana C. Cardona Fernández, Esq. respectfully states the following:

Jurisdiction and Venue

1. The Court has subject matter jurisdiction to consider and determine this Second Interim Application pursuant to PROMESA section 306(a). Venue is proper before this Court pursuant to PROMESA section 307(a). The statutory predicates for the relief requested herein are PROMESA sections 316 and 317, Bankruptcy Rule 2016 and Local Rule 2016-1.

² PROMESA has been codified in 48 U.S.C. §§ 2101-2241.

³ The Bankruptcy Rules are made applicable to the Debtors’ Title III Cases pursuant to PROMESA section 310.

2. This Application has been prepared in accordance with the Guidelines and the Interim Compensation Order. Attached hereto as **Exhibit A** is a certification regarding compliance with the Local Guidelines.

Background and Case Status

A. The Debtors' Title III Cases

3. On June 30, 2016, the Oversight Board was established under PROMESA section 101(b).

4. On August 31, 2016, President Obama appointed the Oversight Board's seven voting members.

5. Pursuant to PROMESA section 315, "[t]he Oversight Board in a case under this title is the representative of the debtor[s]" and "may take any action necessary on behalf of the debtor[s] to prosecute the case[s] of the debtor[s], including filing a petition under section 304 of [PROMESA] . . . or otherwise generally submitting filings in relation to the case[s] with the court."

6. On September 30, 2016, the Oversight Board designated the Debtors as "covered entit[ies]" under PROMESA section 101(d).

7. On May 3, 2017, the Oversight Board issued a restructuring certification pursuant to PROMESA sections 104(j) and 206 and filed a voluntary petition for relief for the Commonwealth of Puerto Rico (the "Commonwealth") pursuant to section 304(a) of PROMESA, commencing a case under title III thereof.

8. On May 5, 2017, the Oversight Board filed a voluntary petition for relief for the Puerto Rico Sales Tax Financing Corporation ("COFINA") pursuant to section 304(a) of PROMESA, commencing a case under title III thereof.

9. On May 21, 2017, the Oversight Board filed a voluntary petition for relief for each of the Employees Retirement System of the Government of the Commonwealth of Puerto Rico

(“ERS”) and the Puerto Rico Highways and Transportation Authority (“HTA”) pursuant to section 304(a) of PROMESA, commencing cases under title III thereof.

10. On July 2, 2017, the Oversight Board filed a voluntary petition for the Puerto Rico Electric Power Authority (“PREPA”) pursuant to section 304(a) of PROMESA, commencing a case under title III thereof.

11. Through orders issued on June 1, June 29 and October 6, 2017, the Court ordered the joint administration of the Title III Cases for the Debtors, for procedural purposes only [Docket Nos. 242, 537 and 1417].

12. Background information regarding the Commonwealth and its instrumentalities, and the commencement of the instant Title III Cases, is contained in the *Notice of Statement of Oversight Board in Connection with PROMESA Title III Petition* [Docket No. 1] attached to the Commonwealth’s Title III petition.

B. Retention of Ileana C. Cardona Fernández, Esq.

13. Ileana C. Cardona Fernández, Esq. is a sole practitioner with her office located in San Juan, Puerto Rico. Ms. Cardona Fernández is experienced in federal litigation and trial work.

14. As set forth in the Independent Contractor Services Agreement dated April 30, 2019 (the “Services Agreement”),⁴ Ileana C. Cardona Fernández, Esq. was retained by the Oversight Board, acting through its Special Claims Committee, as an independent contractor rendering services per Project Assignments. Ms. Cardona Fernández has been retained to serve as local conflicts counsel for the Oversight Board, acting through its Special Claims Committee.

C. Interim Compensation and Fee Examiner Orders

15. On August 23, 2017, the Court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1150].

⁴ See **Exhibit B**: Independent Contractor Services Agreement.

16. On October 6, 2017, the Court appointed a Fee Examiner in these Title III Cases (the “Fee Examiner”) pursuant to the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(a) Appointing a Fee Examiner and Related Relief* [Docket No. 1416] (the “Fee Examiner Order”).

17. On October 31, 2017, the Fee Examiner filed the Urgent Motion of the Fee Examiner to Amend the Interim Compensation Order, Including the Due Date and Hearing Date for Interim Compensation [Docket No. 1594].

18. On November 8, 2017, the Court entered the First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 1715].

19. On November 10, 2017, the Fee Examiner issued a memorandum, and on January 3, 2018, the Fee Examiner issued a supplemental memorandum (together, the “Fee Examiner Guidelines”) to all retained professionals in these Title III Cases providing additional guidelines in connection with the Interim Compensation Order.

20. On May 8, 2018, the Fee Examiner filed the *Motion of the Fee Examiner to Amend the Fee Examiner Order with Respect to the Scope of the Fee Examiner’s Authority in the Interest of Administrative Efficiency* [Docket No. 3032] (the “Motion to Amend the Fee Examiner Order”).

21. On May 23, 2018, the Oversight Board and the Puerto Rico Fiscal Agency and Financial Authority (“AAFAF”) filed a *Joint Motion for Entry of an Order Further Amending the Interim Compensation Order* [Docket No. 3133].

22. On June 6, 2018, the Court entered the Interim Compensation Order, and in accordance therewith, Ms. Cardona Fernández and other professionals retained in these Title III Cases was authorized to serve upon the parties identified therein (the “Notice Parties”) monthly fee statements (the “Monthly Fee Statements”).

23. Pursuant to the Interim Compensation Order, the Notice Parties have ten days from the date of service of the Monthly Fee Statement to object to the amounts requested. If no objection is filed prior to expiration of the objection period, the Commonwealth is authorized to pay the respective professionals 90% of the fees and 100% of the expenses sought in each Monthly Fee Statement.

24. On June 20, 2018, the Court entered the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Docket No. 3324] (the “Amended Fee Examiner Order”).

D. Applications for Interim Compensation

25. In addition to the Monthly Fee Statements, the Interim Compensation Order directed professionals to seek interim allowance and payment of compensation (including the 10% held back from Monthly Fee Statements) and expense reimbursement at 120-day intervals (each an “Interim Fee Period”) by filing with the Court and serving on the Notice Parties an application for approval and allowance of all compensation and reimbursement of expenses relating to services rendered and expenses incurred during the preceding Interim Fee Period (*see* Interim Compensation Order at ¶2(f)).

26. This is Ileana C. Cardona Fernández’s second interim fee application and covers the period from June 1, 2019 up to and including September 30, 2019.

Relief Requested

27. By this Application, Ileana C. Cardona Fernández, Esq. seeks an order authorizing (a) allowance of interim compensation for the professional services rendered and expenses incurred during the Compensation Period in the aggregate amount of \$13,950.00, inclusive of any amounts previously held back; and (b) allowance of expense reimbursement in the aggregate amount of \$400.00, for a total amount of \$14,350.00.

28. During the Compensation Period, Ileana C. Cardona Fernández expended a total of 62 hours for which compensation is requested. All services rendered and expenses incurred for which compensation or reimbursement is requested were performed or incurred for or on behalf of the Oversight Board.

29. Following the conclusion of the Compensation Period, Ileana C. Cardona Fernández submitted one Consolidated Monthly Fee Statement.

30. On July 12, 2019, Ileana C. Cardona Fernández served her Second Monthly Fee Statement, covering the period from June 1, 2019 through June 30, 2019 (the “Second Monthly Fee Statement”), a copy of which is attached hereto as **Exhibit C**. Ileana C. Cardona Fernández received no objection to the Second Monthly Fee Statement. On August 3, 2019, in connection with Ileana C. Cardona Fernández, Esq.’s Second Monthly Fee Statement, the Debtors paid the undersigned \$2,205.22 on account of fees requested. The Debtors withheld: (i) \$272.25 the amount of the 10% holdback, plus (ii) \$254.00, which represents the 10% Puerto Rico tax withholding of amount paid for professional services rendered.

31. On August 7, 2019, Ileana C. Cardona Fernández served her Third Monthly Fee Statement, covering the period from July 1, 2019 through July 31, 2019 (the “Third Monthly Fee Statement”), a copy of which is attached hereto as **Exhibit D**. Ileana C. Cardona Fernández received no objection to the Third Monthly Fee Statement. On August 27, 2019, in connection with Ileana C. Cardona Fernández, Esq.’s Third Monthly Fee Statement, the Debtors paid the undersigned \$3,790.80 on account of fees requested. The Debtors withheld: (i) \$468.00, the amount of the 10% holdback, plus (ii) \$421.20, which represents the 10% Puerto Rico tax withholding of amount paid for professional services rendered.

32. On September 11, 2019, Ileana C. Cardona Fernández served her Fourth Monthly Fee Statement, covering the period from August 1, 2019 through August 31, 2019 (the “Fourth Monthly Fee Statement”), a copy of which is attached hereto as **Exhibit E**. Ileana C. Cardona

Fernández received no objection to the Fourth Monthly Fee Statement. On October 11, 2019, in connection with Ileana C. Cardona Fernández, Esq.'s Fourth Monthly Fee Statement, the Debtors paid the undersigned \$2,077.20 on account of fees requested. The Debtors withheld: (i) \$256.50, the amount of the 10% holdback, plus (ii) \$207.72, which represents the 10% Puerto Rico tax withholding of amount paid for professional services rendered.

33. On October 10, 2019, Ileana C. Cardona Fernández served her Fifth Monthly Fee Statement, covering the period from September 1, 2019 through September 30, 2019 (the "Fifth Monthly Fee Statement"), a copy of which is attached hereto as **Exhibit F**. Ileana C. Cardona Fernández received no objection to the Second Monthly Fee Statement. On November 8, 2019, in connection with Ileana C. Cardona Fernández, Esq.'s Fifth Monthly Fee Statement, the Debtors paid the undersigned \$3,625.83 on account of fees requested and expenses incurred. The withheld: i) \$398.25 the amount of the 10% holdback, plus (ii) \$322.58, which represents the 10% Puerto Rico tax withholding of amount paid for professional services rendered.

34. Other than with respect to those Monthly Fee Statements, no payments have been made to Ileana C. Cardona Fernández, Esq., and Ileana C. Cardona Fernández, Esq. has received no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered during the Compensation Period and addressed by this Second Interim Application. There is no agreement or understanding between Ileana C. Cardona Fernández, Esq. and any other person, for the sharing of compensation to be received for services rendered in these cases.

35. In accordance with the Services Agreement, Ileana C. Cardona Fernández, Esq.'s hourly rate is \$225.00 per hour.

36. Ileana C. Cardona Fernández, Esq. maintains computerized records of all time spent in connection with its representation of the Oversight Board. Ileana C. Cardona Fernández, Esq. has provided itemized time records during the Compensation Period to this Court, the Debtors, the

Fee Examiner, all notice parties pursuant to the Interim Compensation Order and the U.S. Trustee.

All entries itemized in Ileana C. Cardona Fernández, Esq.'s time records comply with the requirements set forth in the Guidelines, including the use of separate matter numbers for different project types, as described in this Application.

37. Pursuant to, and consistent with, the relevant requirements of the Guidelines, as applicable, the following exhibits are attached hereto and incorporated herein by reference:

- i. **Exhibit A** - certification by Ileana C. Cardona Fernández, Esq. regarding her compliance with the Local Guidelines.
- ii. **Exhibit B** – copy of Ileana C. Cardona Fernández, Esq.'s Independent Contractor Services Agreement.
- iii. **Exhibit C**- copy of Ileana C. Cardona Fernández, Esq.'s Second Monthly Fee Statement during the Compensation Period, which includes detailed time records and out-of-pocket expense details.
- iv. **Exhibit D**- copy of Ileana C. Cardona Fernández, Esq.'s Third Monthly Fee Statement during the Compensation Period, which includes detailed time records and out-of-pocket expense details.
- v. **Exhibit E**- copy of Ileana C. Cardona Fernández, Esq.'s Fourth Monthly Fee Statement during the Compensation Period, which includes detailed time records and out-of-pocket expense details.
- vi. **Exhibit F**- copy of Ileana C. Cardona Fernández, Esq.'s Fifth Monthly Fee Statement during the Compensation Period, which includes detailed time records and out-of-pocket expense details.

Summary of Services Performed by Ileana C. Cardona Fernández, Esq. During the Compensation Period

38. Set forth below is a description of significant professional services, broken down by project category, rendered by Ileana C. Cardona Fernández, Esq. during the Compensation Period. The following services described are not intended to be a comprehensive summary of the work performed by Ileana C. Cardona Fernández, Esq. Detailed descriptions of all services rendered by Ileana C. Cardona Fernández can be found in the detailed time records reflecting the services performed, annexed to the Monthly Fee Statements attached hereto as **Exhibits C thru F**, and such descriptions are incorporated herein by reference.

A. Case Administration

Fees: \$1,440.00; Hours: 6.4

39. During the Compensation Period, Ileana C. Cardona Fernández, Esq. actively engaged in the process of communication with co-counsel with regards to strategy and case management planning. In addition, Ileana C. Cardona Fernández, Esq. actively participated in case management and administration related tasks per team agreement and direction.

B. Avoidance Actions

Fees: \$9,022.50; Hours: 40.1

40. During the Compensation Period, Ileana C. Cardona Fernández actively participated in the drafting, review, filing, and follow-up of avoidance actions. During the Compensation Period, Ileana C. Cardona Fernández, Esq. actively participated in communications with opposing counsel to discuss case progression and reach agreements regarding case-specific courses of action. During the Compensation Period, Ileana C. Cardona Fernández participated in calls with co-counsels to provide status reports and recommendations for specific actions. In addition, Ileana C. Cardona Fernández, Esq. engaged in periodic follow-up discussions with co-counsels regarding case issues.

C. Tolling Agreements

Fees: \$2,025.00; Hours: 9

41. During the Compensation Period, Ileana C. Cardona Fernández actively participated in the review and follow-up of tolling agreement vendors. During the Compensation Period, Ileana C. Cardona Fernández, Esq. actively participated in communications with opposing counsel to discuss progression and reach agreements regarding matter-specific courses of action. During the Compensation Period, Ileana C. Cardona Fernández participated in calls with co-counsels to provide status reports and recommendations for specific actions. In addition, Ileana C. Cardona

Fernández, Esq. engaged in periodic follow-up discussions with co-counsels regarding related issues.

D. Fee Applications / Monthly Fee Statements

Fees: \$1,462.50; Hours: 6.5

42. During the Compensation Period, Ileana C. Cardona Fernández prepared and submitted four Monthly Fee Statements and corresponding Objection Statements. During the Compensation Period, Ileana C. Cardona Fernández also prepared and submitted her First Interim Fee Application for the Sixth Interim Compensation Period.

The Application Should be Granted

43. Section 317 of PROMESA provides for interim compensation of professionals and incorporates the substantive standards of Section 316 of PROMESA to govern the Court’s award of such compensation. 48 U.S.C. § 2177. Section 316 provides that a court may award a professional employed under section 1103 of title 11 of the United States Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” *Id.* § 2176(a)(1) and (2). Section 316(c) sets forth criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to a professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (1) the time spent on such services;
- (2) the rates charged for such services;
- (3) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this chapter;
- (4) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- (5) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the restructuring field; and
- (6) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title or title 11, United States Code.

Id. § 2176(c).

44. Ileana C. Cardona Fernández, Esq. respectfully submits that the services for which she seeks compensation and the expenditures for which she seeks reimbursement in this Second Interim Application were necessary and beneficial to the Oversight Board. In light of the nature, extent and value of such services, Ileana C. Cardona Fernández, Esq. submits that the compensation requested herein is reasonable.

45. The compensation for Ileana C. Cardona Fernández, Esq.'s services as requested is commensurate with the complexity, importance and nature of the problems, issues or tasks involved. The professional services were performed with expedition and in an efficient manner.

46. In sum, the services rendered by Ileana C. Cardona Fernández, Esq. were necessary and beneficial to the Oversight Board, were reasonable in light of the value of such services to the Oversight Board and were performed with skill and expertise. Accordingly, Ileana C. Cardona Fernández, Esq. submits that approval of the compensation for professional services and reimbursement of expenses requested in this Second Interim Fee Application is warranted.

Location of Services Provided

47. All fees and services during this Compensation Period were rendered and incurred within Puerto Rico.

Statements Pursuant to Appendix B of the U.S. Trustee Guidelines

48. The following statements address information pursuant to Section C.5 of the U.S. Trustee Guidelines:

- a. **Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to

this engagement that were provided during the application period? If so, please explain.

Answer: No.

- b. **Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Answer: N/A.

- c. **Question:** Have any of the professionals included in this fee application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

- d. **Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Answer: No.

- e. **Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Answer: No.

- f. **Question:** If the fee application includes any rate increases in retention: (i) did your client review and approve those rate increases in advance? and (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

Answer: The Application does not include any additional rate increases.

Notice

49. Notice of this Application has been provided to: (a) the United States Trustee for the District of Puerto Rico, (b) the Oversight Board and its counsel, (c) counsel to AAFAF, (d) counsel to the Fee Examiner, (e) counsel to the Official Committee of Unsecured Creditors, (f) counsel to the Official Committee of Retirees, and (g) the Puerto Rico Department of Treasury. Ileana C.

Cardona Fernández, Esq. respectfully submits that no further notice of this Application should be required.

No Prior Request

50. No prior interim fee application for the relief requested herein has been made to this or any other Court.

Conclusion

WHEREFORE, Ileana C. Cardona Fernández, Esq. respectfully requests that the Court enter an order; (a) approving the interim allowance of \$13,950.00 for compensation for professional services rendered during the Compensation Period; (b) approving the allowance of \$400.00 in reimbursement for expenses incurred for a total of \$14,350.00; and (c) granting such other and further relief as the Court deems just and proper.

San Juan, Puerto Rico
Dated: November 22, 2019

/s/ Ileana C. Cardona Fernández
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Committee*